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INHALES
TWO HUGE
C@CKS**

**BLONDE AND
BEAUTIFUL
ASS-LICKER**

**CAILEY
TAYLOR**

**CARRIE ANN
SATISFIES HER
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**DAISY AND TEGAN
OLDER WOMAN
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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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EMILY



RACHEL

40+



CARMELLA



BAILEY



DAISY &
TEGAN



CARRIE



CAILEY



EMILY & CHRIS

I'm blessed with great boobs. See. and I know how to use 'em. Of course my cock-sucking and fucking skills don't hurt either. But it's my boobs that command attention and I love it that way. And I think guys appreciate it, too. What do you think?





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When I was younger, I was a bit embarrassed by the size of my boobs. And wearing glasses on top of that, did not make me feel sexy. Sometimes the boys would make fun of it, but in college, things changed big time for me. Guys really dug my chest... and I developed skills.

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*Emily
George*



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I have to admit that I'm a bit of a homebody. I also have to say that sex in the bedroom can get a little boring so when Charles booty-called me and wanted to come over. I said under one condition. We do it anyplace but the bedroom. Okay?

**RACHEL &
CHARLES**







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*Rachel
Solari*



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So I cleaned the counters, washed the dishes and spruced myself up for what was going to be a hot afternoon. We did it in the kitchen, we did it in the garage, we tried to do it in the bathtub but that was too slippery, so we ended up on the sofa. Not a bad choice. Don't you think?

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FANTASIES FOR SALE

I used to be a shy and innocent girl who didn't even know the facts of life. I got over that pretty quickly and now I'm all about the fucks of life.

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DAISY & TEGAN

These two couldn't wait to get their hands on each other. While the girls were in the makeup room, they were so horny that Tegan started licking Daisy's mature pussy while she was getting her makeup done. Daisy returned the sexual favor when Tegan was in the chair.





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Later they told us that each one of them came. Too bad we didn't have cameras in there at the time but we got some really hot footage and great photos of the two. Then you can watch them lick and fuck each other online.

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*Tegan Summers
& Daisy Layne*



DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

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40+

40+ #52



GIRL OF MY DREAMS

I have a new girlfriend I just have to tell you about. I'm a 45 year old widower and it was hard to get back into the dating game. It took me five years and a lot of help from some of my co-workers. I tried a couple blind dates and a few from internet websites, but nothing clicked for me. Until I met Lynette; in the supermarket; in the produce aisle; on a Sunday.

Lynette's making some coffee for us following a night of passionate lovemaking when I come up behind her and make my intentions clear by pulling up her robe, turning her around and planting a passionate kiss right on her sweet shaved pussy. After my tongue finds her clit, her legs buckle, and she pulls me up and drags me back to the bedroom. I immediately pull off her robe and throw it on the floor. My hands rise up to her firm breasts, filling my palms fully with their pierced nipples while she grinds her hips against my hard cock.

Standing naked in front of me, I adore her beautiful body, I go to town using my tongue to lap and lick at her clean-shaven pussy. With Lynette's pussy already dripping in anticipation, I slid a finger in to make my pussy eating experience even better. She seems eager to make me hot and horny as she is. She slips my robe off and gets on her knees and gives my cock a few long strokes that culminates in her sliding down and impaling herself fully onto my hard-on. Undulating her hips, she starts a

wild and crazy fuck that just keeps getting hotter the longer she rides me.

Then, she shifts to reverse cowgirl style so that I can plant my hands on her hips to help her increase our rhythm. The new position hits all the right spots so that Lynette is soon gasping and moaning her pleasure. Next Lynette lays back on the bed and spreads her long legs and I deliver a good pussy pounding that brings us both closer to climax. A few more grinds of her hips and I spurt deep inside her. She cums and falls back onto me and we snuggle and cuddle the day away.

Lynette is my ultimate lover, alternating between hard and gentle sex, making love like she wants and accepting mine. We've been together now for six months and things are just getting better and better. I have to stop now because she's wrapping her warm lips around my cock and working her tongue to make me hard again and in her amazing mouth. Baby, that feels sooooo good. Yeah, just like that.

— Robert, Missouri

THREE PLUS ONE

We're on my houseboat in the middle of Lake Mead on a warm summer night with my friend Alex, his wife Shelly and her girlfriend Maggie. They've come to visit me in Las Vegas from back east. While Alex has been here before, the ladies are here for the first time. After a couple days in the casinos and cruising the Strip, we decided to take a day off and float on the lake and take in the sights and sun.

It's ten in the morning, and it's already

I think I know your cover model, Lela, but by a different name and that was a few years ago. I had heard that she moved to Los Angeles to be an actress. If this is her, it's not the kind of actress I imagined. Anyway, I'm not judgemental. I bought the magazine just to see her, but when I looked more closely at the pix, it may not be her.

— George, Tampa

ninety degrees on it's way to one hundred or more. Those three had started drinking back at the hotel, and when I picked them up, they were already 'happy.' That made me the designated car driver and boat captain. We finally make it to the boat and push off from the dock. I doubt that we are a hundred feet from the dock when Shelly and Maggie undress one another and kick back on the deck chairs. Within a few minutes, Alex comes up on deck from below and all seem heated up and ready for a good time.

Alex sees the naked ladies and takes off his shirt and shorts. He sees me at the wheel and waves as he walks over to the women. Maggie gets things started stroking Alex's cock as Shelly occupies his mouth. Maggie gets on her knees and wraps her lips around her man's long shaft to deliver a long blowjob. Unwilling to be left out of the fun, Shelly soon joins her woman and takes her turn sucking off Alex's cock.

When Alex slides down onto the deck, Shelly still can't keep her mouth off of his cock. Maggie kneels, massaging her upturned tits as her man caresses her wet slit. After exchanging a long kiss, the girls change places so that Maggie can lean back into Alex's arms as her lovers' hands roam her smooth skin. Shelly slides her fingers deep into Maggie's wet pussy, flicking her wrist back and forth as her lover moans.

Shelly and Maggie soon change positions again so that Shelly can resume her blowjob. Her ass is now high in the air, opening her dripping pussy to eager sweeps of Maggie's tongue. Things get hotter than ever as Maggie shifts from using just her tongue and lips to enticing Shelly with gentle nips. Alex can't wait any longer to sink his cock deep into one of the beauti-



ful pussies sweating there on the deck. He takes Maggie from behind, thrusting into her juicy hole with rhythmic strokes as she continues working her magic on Shelly's sensitive clit.

I'm watching all this from above, egging them on. Now it's Shelly's turn to have her pussy fucked. Alex moves forward to push deep into her tight hole. Meanwhile, Maggie crawls above Shelly, spreading her thighs so that Shelly can drive her tongue into her shaved slit. Things get even hotter when Shelly climbs on Maggie and the girls are in perfect position to make out. Shelly bends at the waist and their pussies are in the perfect position for Alex to fuck Maggie while simultaneously eating Shelly out. When Alex pulls out of Maggie, Shelly doesn't let him get far before she grabs his engorged member and continues sucking it.

Not to let a hard cock go, Maggie rolls onto her hands and knees so Alex can pump into her with hard, fast thrusts. Her orgasm rolls through her as she gasps and moans, shuddering with the force of her release. Shelly mounts her man in reverse cowgirl style next, riding Alex with enough force to make her boobs jiggle. She climaxes swiftly, moaning with obvious ecstasy. As Shelly comes down from her orgasmic bliss, Maggie eagerly wraps her lips around Alex's dick and bobs her head as she works

Dear Editor,

I don't normally buy adult magazines, although I do surf a lot on the web for porn. But when I saw your issue with Lela Star on the cover, I snapped one up and took it to the office so my wife doesn't see it. I'll admit in this letter that I close my office door at lunch time and have jerked off to a couple of the pictorials several times. The good thing about that is that the company doesn't find me surfing for porn when they check our computer usage. I think that this proves that magazines do have a future.

— Eric, Seattle

YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*

NASTY HOUSEWIVES PRESENTS

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him. Wishing to please their man, Maggie and Shelly kneel before Alex and Shelly uses her hands and lips to bring him to orgasm. Shelly eagerly takes his cum in her mouth, and then drips the liquid love into Maggie's waiting mouth and spreads the sticky juices all over her woman's face as the girls have a little bit of fun with it.

After the three finish, the two girls go below deck to clean up while Alex lays spent in a deck chair. A few minutes later they emerge from below and come up to my station. Maggie takes the wheel as Shelly begins to rub on me. In unison, they say that it's now my turn and pull down my pants. I hope we don't run aground!

— Reed, Santa Ana

JUST PUSHING MY BROOM

I'm the night janitor at a large corporation in downtown San Diego. My shift starts at six pm and I work until midnight. I have six floors, so that means I have to clean each in an hour. After three years, I have it down and get through my work efficiently. While I've seen some interesting things happen over the years, nothing prepared me for last Friday night and I have to tell someone about it.

I'm in the second hour of my shift, so that makes it after eight pm. I'm working the mop down a short hallway and hear a noise coming from the conference room. I slowly approach and peek through the glass in the door. There are Mr. Davis and Miss Olson getting it on. Apparently uncaring that they could be visible, I watch as Mr. Davis pulls the woman closer and massages Miss Olson's ample ass as they kiss and embrace. Miss Olson props her leg up on a chair and exposes her trimmed pussy so that it's



within easy reach as he drops to his knees in front of her.

Then Mr. Davis lifts Miss Olson onto his hard cock for a few incredible thrusts. Miss Olson turns around after that first coupling, leaning forward against the conference table pressing her boobs against the cool top so that he can mount her from behind. He shoves his cock deep into her pussy and goes to work in it.

Leaning back, Miss Olson looks her man and gently pushes him back. Then she turns around and kneels in front of him eagerly licking her pussy juices off his erection, and then takes it deep into her mouth. After a few minutes of intense sucking, Miss Olson finishes her blow job by licking her way down his dick and sucking his balls.

Things get much more interesting as Miss Olson rolls onto her hands and knees and thrusts her ass into the air to encourage him to fuck her hard and fast from behind. Mr. Davis is happy to oblige, mounting her with deep thrusts. As soon as the last tremor has passed through Miss Olson's body, Mr. Davis pulls out of her luscious pussy and jerks himself off so that he spews his cum all over her belly. I go back to mopping the floor.

— Eduardo, San Diego

40+ editors:

Love your pics of 3-way with Olivia and 2 guys. I just had my first 3-way last weekend and it was the best. I hope my gf will do it again without any hang ups. Now it's my turn to do it with 2 girls. She better live up to her end of the bargain.

Sent from iPhone.

— G.B., Phoenix

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When I'm asked why I do adult photos and videos, it's because I just so happen to love sex. I grew up in a house where things were very open about it. After I did a shoot or two, I got comfortable with a camera, and then when guys became involved, I got comfortable with that, too.

CAILEY
& DICK

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*Bailey
Taylor*





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All the guys early on in my career, and it wasn't all that long ago, were very patient and nice, so it was easy to relax and fuck them. I had divorced about a year earlier and didn't have sex for a long time after that, so I was pretty horny and ready to fuck. There just happened to be cameras there.

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STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Thursday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my perky, delicious boobs.*

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All my lovers call me a sex machine. That's because I can go all night and if the guy can't keep up with me, that's his loss. I mean he's losing me the next time. I expect to cum many times and if he can't keep it up or keep it going, I'll find someone who can!

CARRIE
& SCOTT

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You've got a guy and a girl and they're fuck-
ing. Let's assume it's
at night and in a warm
cozy spot. Then why
not cum more than
once. The guy can cum
only once if he wants,
but don't short change
me. I want more. I ex-
pect to cum more than
once because I can.

888-833-5878

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*My wife needed to have her fantasy fulfilled.
Could I deal with it? Could she, when it became a reality?*

her fantasy cums true

It had been twenty years since I thought seriously about swapping again. I've been married to Janelle for more than twenty years, and while there have been rough patches, most of those years have been great. Admittedly our sex life has also had it's ups and downs. In our twenties, in college, we would have mini-orgies with roommates and frat and sorority friends. Usually no more than four of us, switching partners but always going home together. When we actually married, all that changed. Monogamy was the word for twenty years. Then things slowly changed.

life. She didn't want to split, but she also was wondering what another cock was like. I told her I thought that too, but for pussy, not cock, and we laughed again. By the time we finished the second glass, we decided that she could have sex with another guy, if I could have sex with his partner or another woman. But only if the other was there and either involved or watching. We agreed that Austin would be a good candidate for our tryst. But he was single. I said that was okay as long as I got me some pussy afterwards. So we devised a plan and put it into motion.



I took a job blogging for a major lifestyle website and one of my assignments was to discuss wife/partner swapping. Initially I drew from my own experience and then sought others who had done it, or were doing it, to write my blog. I wrote that in my earlier years times were a little more liberal, as were we. Sexual experimentation was not unusual for college-age people, but tended to get more conservative as they got older. One night, my wife started reading my last blog over my shoulder and after I finished, she handed me a glass of wine and said she liked the article and it made her wonder what it would be like now. We laughed and discussed various fantasy scenarios, but that quickly became a bit more serious of a discussion.

She said she loved me to death, but often wondered what another man would be like at this point in her

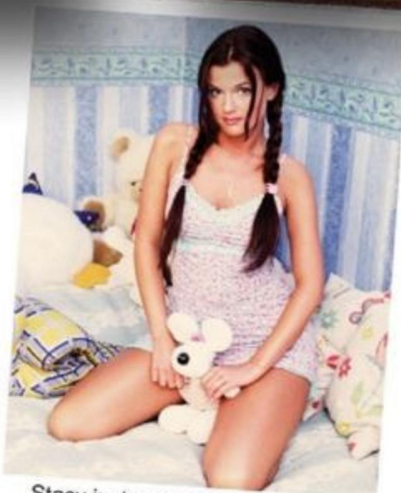
My friend, Austin, and I started talking I brought up the idea with him. I wasn't too sure how he would react but was surprised when he agreed. He was more than game to fuck my wife so we started to make plans. I spoke to my wife about it and she was game. We made plans a couple of times but something always seemed to come up. Finally we had a plan. I would video the affair and use it for reference in my blog. Of course I'd change the names to protect the horny.

We decided to meet at a local bar and had a few drinks and talked about our plans for the next day. Finally, it looked like it was going to work out. After a few more drinks, we were all getting tired and headed home. When we got there I knew my buddy would be more than game for the opportunity but I wasn't sure if my wife would follow through with it. We all had a shower

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and then took advantage of the situation. Austin and I had talked about me video taping them together and he had no problem with it. I got out the video camera and got ready for the show. It all started in the living room. My wife came out of our bedroom dressed in one of my shirts. I grabbed the camera took my place on a chair nearby and started filming. Austin moved in behind her and started kissing her neck and rubbing her body through her shirt. He started playing with her breasts through the shirt then lifted it up and began to move his hands all over her body. Next he slid his hands down and started rubbing her pussy. He was playing with her clit and she reached around behind her and started stroking his cock. After a few minutes of this she turned around dropped to her knees and started sucking his cock. Blowjob is one of her specialties and something I always looked forward to.

Austin was rock hard again and wasted no time kissing her and sticking his fingers in her pussy. He pulled his fingers out of her pussy and started playing with her clit. After a few minutes of this she started moaning loudly and I knew she was ready to fuck. He then rolled over, pulled up her legs and positioned himself in front of her pussy and got ready to enter her. My heart picked up the pace as we had been waiting a long time for this again and it was about to happen. I had a good view from where I was sitting and could see him place the head of his cock at the entrance of her pussy. She looked at me just when he slid his cock into her pussy. I kept my eye in the viewfinder and gave her a big thumbs up and huge grin. He lifted her legs up pushing them against her chest and began to fuck her slowly. The sight of these two fucking on the bed in front of me was amazing. I had to start to rubbing myself.



He pulled her off his cock, stood her up and gave her a long kiss, then laid her down on the sofa. He started by kissing her then moved down to her breasts, and then to her pussy. He ate her wet pussy like a pro and she was wiggling on the floor in pleasure. I suggested that they take a break and move things to the bedroom where I could video with the camera plugged in since the battery just died. They composed themselves and got up. We all moved to the bedroom and while I was hooking up the camera, my wife crawled on the bed and Austin climbed on right after her. They settled near the headboard waiting for me and she started fluffing him by stroking his cock back to stiffness. I managed to get the camera going again and they started again.

Then Austin grabbed her legs and pulled them up over his head lifting her ass up off the bed and started fucking her harder. I thought he was getting ready to cum but he just kept drilling it into her. She started moaning loudly and was encouraging him to cum. She grabbed him by the ass and pulled him deeper into her pussy. I could see he was getting ready to cum so then he grabbed her, rolled the both of them backwards on the bed and told her to ride him. She was on top of him and started to rock back and forth slowly at first and then really picked up the pace. My wife started riding him harder and harder. She fucked his cock hard and started moaning loudly grinding her pussy onto his cock and suddenly stopped. She got off him and posi-



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tioned herself face down on the bed with her ass in the air. Austin had not cum yet so he grabbed her hips and jammed his cock hard into her from behind. He started fucking her harder. He grabbed her hips pulling them back against him hard and drove his cock into her. He picked up the pace and fucked her hard, she was moaning loudly again and I could tell she was getting ready to cum. It was a position and sounds that led to many of her climaxes with me. Now they were another man.

Just when I thought he was going to blow his load again, he stopped then laid back on the bed and then pulled her back onto him into the sixty-nine position and started licking her. She then reached down and grabbed his cock and started sucking it. They stayed in that position for quite awhile when Austin got up

down milking every last drop of cum from his cock. He held her ass tight enjoying the pulsing of her pussy until his cock was empty and then pulled out of her.

She had milked him completely. He had filled her full and it was running out of her. She laid over on the bed and he leaned over kissed on the side of her ass. Realizing that she hadn't cum yet, I put down the video camera and jumped into bed with them. She rolled on top of me, and slid her cum filled pussy onto my throbbing cock. She bobbed her ass up and down on me squishing the cum out of her and onto me. I slipped my hand between her legs and rubbed her clit, bringing her closer to climax. I placed my hands on her butt and pulled her up and down in sync with me. I slipped a slippery finger between her buttocks and found her anus. I



and repositioned her on her knees again. He got behind her again, lifted her ass up in the air and placed her head down on the bed. He grabbed her by the hips and entered her slowly. He started fucking her slow and easy for awhile and then started to pick up the pace. When he did this she started to rock her pussy back into him. I knew from personal experience that it would not take long for him to cum once she started doing that. He slammed her hips into him and pounded her even harder. He thrust in and out of her pussy like that for a few minutes and she was now moaning louder and louder. She was driving her hips onto his cock when he grabbed her ass pulled it into him, grunted loudly and then filled her pussy with cum. As he was filling her pussy she rocked back and forth, as well as up and

played around back there, swirling my fingers around and slowly inserted one into her butthole. She slowed down for a minute and pushed back against my finger pushing it deeper into her ass. Once she felt right, she bobbed up and down on my until she came, gushing her love juices all over us. I felt her body tense, explode and ultimately relax.

Austin gave us a mock applause and we all laughed. My wife slid in between us guys and we all dozed off into a deep sleep. The next morning we were awakened by her hands stroking each of our cocks. In minutes we were hard and she replaced her hands with her mouth. Austin said he had never been awakened that way before. It was amazing, he said. Yes, it was.



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